

EXHIBIT B

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
INACOM CORP., et al.,)	Bankruptcy Case No. 00-2426 (PJW)
Debtors)	
)	
INACOM CORP., et al.,)	
)	
Plaintiffs,)	
v)	Civil Action No. 04-CV-582 (GMS)
)	
DELL COMPUTER CORP.,)	
)	
Defendants.)	
)	

ORAL DEPOSITION OF

DEAN VOMERO

July 27, 2005

COPY

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UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

In re: INACOM CORP., et al.) Chapter 11
Debtors) Bankruptcy Case No.
00-2426 (PJW)

INACOM CORP., et al.)
Plaintiffs)
v.) Civil Action No.
04-CV-148 (GMS)
TECH DATA CORPORATION)
Defendant)

INACOM CORP., et al.)
Plaintiffs)
v.) Civil Action No.
04-CV-580 (GMS)
INGRAM MICRO INC.)
Defendant)

INACOM CORP., et al.)
Plaintiffs)
v.) Civil Action No.
04-CV-582 (GMS)
DELL COMPUTER CORP.)
Defendant)

INACOM CORP., et al.)
Plaintiffs)
v.) Civil Action No.
04-CV-583 (GMS)
LEXMARK INTERNATIONAL, INC.)
Defendant)

INACOM CORP., et al.)
Plaintiffs)
v.) Civil Action No.
04-CV-584 (GMS)
RESILIEN, INC.)
Defendant)

1 _____)
2 INACOM CORP., et al.)
3 Plaintiff)
4 v.) Civil Action No.
5 INGRAM ENTERTAINMENT INC.) 04-CV-593 (GMS)
6 Defendant)
7 _____)

8 *--*--*--*--*

9 ORAL DEPOSITION OF DEAN VOMERO

10
11 On the 27th day of July, 2005, between the
12 hours of 9:04 a.m. and 5:18 p.m., in the offices of
13 Pachulski, Stang, Ziehl, Young, Jones & Weintraub,
14 P.C., 780 Third Avenue, Suite 3600, New York,
15 New York, before me, WILLIAM M. FREDERICKS, a
16 Certified Shorthand Reporter for the State of Texas,
17 appeared **DEAN VOMERO**, who, being by me first duly
18 sworn, gave an oral deposition at the instance of
19 Dell, Inc., in said cause, pursuant to the Federal
20 Rules of Civil Procedure.
21
22
23
24
25

A P P E A R A N C E S

FOR THE PLAINTIFF INACOM CORP.:

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Jones & Weintraub
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Los Angeles, California 90067-4100

FOR THE EXECUTIVE SOUNDING BOARD ASSOCIATION, INC. AS
PLAN ADMINISTRATOR:

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FOR THE DEFENDANT TECH DATA CORPORATION:

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Fort Lauderdale, Florida 33301

FOR THE DEFENDANT DELL COMPUTER CORPORATION:

MR. H. ROBERT POWELL and
MS. SABRINA L. STREUSAND
Hughes & Luce LLP
111 Congress Avenue
Suite 900
Austin, Texas 78701

FOR THE DEFENDANT LEXMARK INTERNATIONAL, INC.:

MR. CULVER V. HALLIDAY
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2650 AEGON Center
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Louisville, Kentucky 40202-3377

A P P E A R A N C E S (Continued)

FOR THE DEFENDANT INGRAM ENTERTAINMENT INC.:

MR. JONATHAN P. HERSEY

Sheppard Mullin Richter & Hampton LLP

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4th Floor

Costa Mesa, California 92626-1993

ALSO PRESENT:

Mr. Jason F. Fensterstock.

--*-*-*

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1 **DEAN VOMERO,**
2 having been first duly sworn, testified as follows:

3 EXAMINATION

4 BY MR. POWELL:

5 Q. Would you tell us your name, please, sir. 09:04

6 A. Dean Vomero.

7 Q. Mr. Vomero, my name is Bob Powell and I
8 represent Dell, Inc., in this case, and in the next
9 few hours I'm going to ask you some questions about
10 the opinions that you've formed in this case, and I 09:04
11 want to ask you that if at any time during this
12 deposition you don't understand a question that I
13 might ask that you stop me right then and ask me to
14 explain or clarify the question.

15 Will you do that for me? 09:04

16 A. Certainly.

17 Q. And can I assume that if you don't ask me to
18 explain or clarify the question that you do understand
19 the question?

20 A. Yes. 09:04

21 Q. Okay. And you understand your testimony
22 today is under oath and it has the same force,
23 significance and effect as if you were testifying in a
24 courtroom before a judge and a jury?

25 A. Yes. 09:04

1 Objection, no foundation.

2 A. In our view, because of the inability of the
3 entity to generate cash, whether it was -- we didn't
4 look at it from either perspective. It was not in our
5 view relevant.

01:15

6 Q. (BY MR. POWELL) Did you use a liquidation
7 value in your assessment of any of the assets in the
8 April 19th report?

9 MR. CAINE: Objection to form.

10 A. Again, the standard is converting the asset
11 to cash, and I believe in the report at times we have
12 interchanged that standard or defined it as
13 liquidation value; but, again, not -- whether it was a
14 going concern or not wasn't relevant to us.

01:15

15 Q. (BY MR. POWELL) Well, are you saying
16 basically you decided the value according to a
17 liquidation value?

01:15

18 MR. CAINE: Objection to form.

19 A. If you're defining liquidation value as
20 converting the assets to cash in a reasonable period
21 of time, that was, again, our standard.

01:16

22 (Discussion off the record.)

23 Q. (BY MR. POWELL) As of February the 16th,
24 Inacom was essentially a new business. Would you
25 agree with that?

01:16

1 your valuation. So which was it?

2 MR. CAINE: Objection to form.

3 A. We considered it, but it wasn't a material
4 portion of our -- it wasn't material to us reaching
5 any of our conclusions.

04:00

6 Q. (BY MR. POWELL) So according to your
7 methodology, it's okay to use 20-20 hindsight in
8 reaching a valuation as of a particular date?

9 MR. CAINE: Objection to form.
10 Objection, no foundation.

04:01

11 MR. FORTE: Objection, argumentative.

12 A. No, we used all available facts that we had.

13 Q. (BY MR. POWELL) Including facts occurring
14 after the event of valuation?

15 MR. CAINE: Objection, no foundation.

04:01

16 A. Correct. And...

17 THE WITNESS: Could we take a short
18 break?

19 MR. POWELL: Sure. Absolutely.

20 (Recess.)

04:20

21 Q. (BY MR. POWELL) Mr. Vomero, let's look at
22 Exhibit No. 3, your report dated May the 27th, 2005,
23 please, and let's look at Page 6.

24 By the way, how much were you all paid
25 for your two reports?

04:21